

Effective September 1, 2007
Revised March 31, 2015
Approved by SHRM February 9, 2016
Ratified by the membership March 10, 2016

CONSTITUTION AND BY-LAWS
OF
THE SPRINGFIELD HUMAN RESOURCE MANAGEMENT ASSOCIATION

Article I – Identification and Purpose

Section 1.1 – *Name.* The name of the association shall be the Springfield Human Resource Management Association (herein referred to as the “Association” or “SHRMA”).

Section 1.2 – *Affiliation.* The Association is an affiliated chapter of the Society for Human Resource Management (herein referred to as “SHRM”). SHRM is an international association devoted to human resource management and related issues.

Section 1.3 – *Relationship to SHRM.* The Association is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

To avoid potential confusion, the Association will refer to itself only as the Association or SHRMA and not as SHRM or the Society for Human Resource Management.

Section 1.4 – *Purpose.* The Association is organized for the purpose of improving the competence of individuals involved in human resource management and to foster and promote the field of human resource management within the local and surrounding communities in accordance with the Association’s mission, vision, and purpose statements that may be amended and revised from time to time.

Article II – Fiscal Year

The Fiscal year of the Association will be January 1 through December 31.

Article III – Membership

Section 3.1 – *Membership.* The Association shall be made up of individuals actively engaged in bona fide human resource administration, who devote at least 50% of their time to human resources, personnel, or industrial relations functions. Regular membership shall also be comprised of individuals who devote at least 50% of their time advising, assisting, or

representing enterprises on human resources matters and shall include: small business owners without a formal HR Department, faculty members at accredited colleges or universities; Human Resource Service Providers; HR consultants; employment law attorneys; and/or other agents who perform human resource functions, either of a temporary or permanent nature, for other companies for a fee; and individuals whose involvement in the field of human resources management in the estimation of the Board of Directors manifests a strong compatibility with SHRMA.

In-transition and retired individuals will be considered for membership based on the same criteria excluding the “actively engaged” requirement. An “in-transition” individual is currently unemployed, but whose last position would have made him/her eligible for membership. A retired individual has retired from the workforce, but whose last position would have made him/her eligible for membership.

A reduced membership rate in an amount determined by the Board, may be approved on a case-by-case basis for in-transition and retired individuals. Such reduced rates, if granted, will terminate when the member attains re-employment.

Section 3.2 – *Employment-Sponsored Membership.* In the event that a business or organization purchases a membership, a Primary Member must be listed. All other members of the same organization will be listed as Associate Members and may pay reduced membership dues. In the event that the Primary Member cannot attend a monthly meeting or event, another employee of the same organization may attend in the Primary Member’s place. However, Associate Members cannot send alternates. If an Associate Member cannot attend a monthly meeting, any non-member attending in an Associate Member’s place will be registered as a Guest per Section 4.4 below.

If the membership is purchased by an organization and the Primary Member resigns, is promoted or transferred to a non-HR related position, or is otherwise separated from employment with the organization, the organization retains the membership and may designate a new Primary Member for the duration of the membership year.

Section 3.3 – *Membership in SHRM and HR Certification.* Membership in the Society of Human Resource Management is not required but is encouraged. The Association must meet and maintain the minimum SHRM membership requirements in order to retain its affiliation status with SHRM. The Association also encourages all HR professionals to receive HR certification.

Section 3.4 – *Classes of Membership.* There shall be three (3) classes of membership: (a) National Members, (b) Chapter Members, and (c) Student Members.

a. National Members are members of both SHRM and SHRMA. National members maintain a current SHRM membership with an active member ID. National members may become members of the Association at a reduced rate. National members have a right to vote and hold office in the Association.

b. Chapter Members are members of the Association (“SHRMA”) only and pay regular Association membership dues. Both National and Chapter members have the same rights and privileges as they relate to the local chapter, including the right to vote and hold office.

c. Student Members are members of the Association and may participate in chapter meetings, presentations and activities. Student members shall not be entitled to hold office or vote on any matter put before the membership. Student members may participate in committees. To qualify as a student member, the individual must be actively pursuing a degree at a post-secondary institution and demonstrate a bona fide interest in human resources. If the member loses his/her student status, he/she may apply for membership as a National or Chapter member.

Section 3.5 – *Guests.* In an effort to promote and expand the Association, we encourage members to invite guests to our regular meetings and special events. The same individual may attend as a guest a limited number of times per year, as determined by the Board. Once this number is reached the individual will be asked to join the Association in order to attend additional meetings.

Section 3.6 – *Application for Membership.* The Association accepts applications for membership throughout the year.

Section 3.7 – *Non-Discrimination.* All applications for membership shall be considered without regard to race, color, sex, religion, national origin, genetic information, age, disability, veteran status, or any legally protected classification.

Section 3.8 – *Voting.* Both National and Chapter members of SHRMA have voting rights in the local chapter and have the right to hold office in the Association.

Section 3.9 – *Privileges of Membership.* All members, including student members, may attend Association meetings subject to the payment of dues. All members shall receive copies of newsletters, emails and other publications issued by the Association and may receive special reports as requested on any information available to the Association.

Section 3.10 – *Termination.* Any member may resign at any time by written notice of resignation filed with the Secretary of the Association. SHRMA will not refund membership dues if members terminate during the membership year. Failure to pay membership dues upon application or renewal of membership may result in the member’s termination from the Association.

Article IV – Dues

Section 4.1 – *Generally.* Membership in the Association shall be conditioned upon the payment of membership dues. Membership dues are determined at the start of the membership year. Membership dues are used to cover the costs of the monthly luncheons and speaker presentations.

Section 4.2 – *Guests.* Guests attending the monthly luncheon will be charged the guest price, as determined by the Board, at the start of the membership year.

Section 4.3 – *Executive Board Members.* Members of the Association’s Executive Board must be national SHRM members during their term of service. Chapter membership dues will be waived for members of the Executive Board, provided their national SHRM membership is current.

Article V – Executive Board Officers and Members

Section 5.1 – *Officers.* The officers of the Association shall consist of:

- a. President
- b. Vice President (President Elect)
- c. Secretary
- d. Treasurer
- e. Past President

Section 5.2 – *Terms of Office.* The President and Vice President shall serve a two (2) year term. The Secretary and Treasurer shall serve a three (3) year term. Terms of office begin on January 1st of each year.

Section 5.3 – *Composition of the Executive Board.* Along with the Officers listed in Section 5.1 above, the Executive Board shall also include appointed chairpersons of the Association (*e.g.*, Membership Chair, Diversity Chair, Marketing and Public Relations Chair, Legislative Chair, and Education Chair). These individuals shall collectively constitute the governing body of the Association. Additional board positions shall be created and nominated by the President from among the eligible membership as members of the Executive Board should new Core Leadership areas be established by SHRM.

Section 5.4 – *Qualifications.* All candidates for election or appointment to the Executive Board must be members of the Association in good standing at the time of their nomination or appointment and for their complete term of office.

Per SHRM by-laws, the President of the Association must also be a current member in good standing with SHRM throughout the duration of his/her term of office. In addition SHRM encourages all board members to be current members in good standing with SHRM throughout their service on the board.

Section 5.5 – *Election of Officers.* Each year the President may appoint a nominating committee responsible for presenting the names of available candidates for office or chairperson positions on the Executive Board. The election of officers shall be made by ballot upon a majority of the membership present at the meeting in which the election occurs. New officers will be announced at the December meeting and shall assume their duties effective January 1 of the following year.

Section 5.6 – Vacancies. Any vacancies on the Executive Board may be filled for the unexpired term by appointment of the President and a majority vote of the Executive Board members. A vacancy in the office of President shall be filled by the President Elect and/or the Past President, singularly or jointly, as determined by the Executive Board.

Section 5.7 – Quorum. A simple majority of the total Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Executive Board except to the extent that applicable law may require a greater number. In addition, the Executive Board may act by unanimous written consent of all voting members.

Section 5.8 – Removal of Board Members. Any member of the Executive Board may be removed from office, with cause, upon the affirmative vote of two-thirds of the entire Executive Board at a duly constituted Board meeting. The Board Member being removed is entitled to be heard in opposition to the removal.

Article VI – Duties and Responsibilities of Executive Board

Section 6.1 – Duties of the Executive Board. The Executive Board shall have the power and authority to transact all business of the Association except as otherwise prohibited by these bylaws or other governing instruments of the Association.

Section 6.2 – Officers. The Officers of the Association shall be responsible for following the duties and responsibilities set forth in their respective position descriptions, which may be amended from time to time. In addition, officers shall be responsible for the following:

a. **President.** The President shall preside at the meetings of the members and of the Executive Board. He/she shall direct the Association and have charge and supervision over the affairs and business of the Association, subject to the ultimate management authority of the Executive Board as a whole. The President shall serve as a liaison to the Ohio SHRM State Council and area chapters. The President shall be a current member in good standing of SHRM throughout the duration of his/her term of office.

b. **Vice President.** The Vice President, at the request of the President or in his/her absence or disability may perform any of the duties of the President. The Vice President shall have such other powers and perform such other duties as the Executive Board or the President may determine and should spend his/her tenure as Vice President becoming familiar with the leadership responsibilities and duties of the President. The Vice President will automatically be nominated for the office of President at the end of the President's two (2) year term.

c. **Secretary.** The Secretary shall be responsible for recording the minutes of all meetings of the Association and shall be responsible for general record keeping and routine correspondence. In the absence of the Secretary, a member of the Executive Board shall act in his/her stead.

d. **Treasurer.** The Treasurer shall be responsible for the financial affairs of the Association, and shall collect all monies due to the Association and shall pay all approved accounts payable. In addition, the Treasurer is responsible for all required filings, and must keep accurate and complete records of all receipts and disbursements. The Treasurer shall give a report at each monthly meeting and perform other such duties as they pertain to the office.

e. **Past President.** The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Executive Board.

Section 6.3 – Committee Chairs. The appointed committee chairs shall be responsible for following the duties and responsibilities set forth in their respective position descriptions, which may be amended from time to time.

Article VII – Association Meetings

Section 7.1 – Regular Meetings. The regular meetings of the Association shall be held on the date and time listed on the meeting notices. Meeting notices will be sent by the Secretary or Membership Chairperson, advising members of the date, time, location, cost, and content of the program.

Section 7.2 – Annual Meeting. The annual meeting of the members for electing officers and conducting other appropriate business shall be in September or at such other time as determined by the Executive Board.

Section 7.3 – Special Meetings. Special meetings may be called by the President as needed. Notice of special meetings will be provided by email to all members entitled to vote.

Section 7.4 – Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of the majority of the members present at a meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members.

Section 7.5 – Meeting Conduct/Procedure. Parliamentary practice in all meetings of the Association and of its Executive Board shall be in accordance with Roberts' Rules of Order (as revised) in all cases to which such rules are applicable and in which they are consistent with the law and the bylaws of the Association.

Article VIII – Statement of Ethics

Section 8.1 – The Association adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of the Association and of SHRM.

Section 8.2 – The Association shall not be represented as advocating or endorsing any issue unless approved by the Executive Board.

Section 8.3 – No member shall actively solicit business from any other member at Association meetings with the written approval of the Executive Board.

Article IX – Amendment of Bylaws

These bylaws may be amended by a majority vote of the Association’s members who are present at the meeting in which the vote takes place. Notice of proposed changes to the bylaws will be provided to members at least ten (10) days in advance. However, no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

Article X – Chapter Dissolution

In the event of the Association’s dissolution, the remaining monies in the Treasury, after chapter expenses have been paid and an independent audit performed, will be contributed to an organization decided upon by the Executive Board at the time of dissolution (*e.g.*, the SHRM foundation, a local student chapter, the State Council, an HR degree program or other such organization or charity with purposes consistent with those of the Association).

Article XI – Withdrawal of Affiliated Chapter Status

Affiliated chapter status may be withdrawn by the Present/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon a finding that the activities of the Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Association status withdrawn, may re-confer Chapter status upon such body.

Note: These revised bylaws are not effective until approved and signed by the President/CEO of SHRM or his/her designee.

Ratified by the membership of the Springfield Human Resource Management Association ("SHRMA") and signed by:



Linda Gillis
2015-2016 Chapter President

Date: 3-11-16

Approved by:



Print Name: Elissa C Cobrien
SHRM President/CEO or President/CEO Designee

Date: 2-9-2016

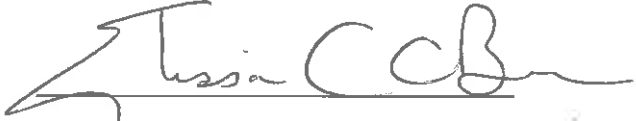
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Ratified by the membership of the Springfield Human Resource Management Association ("SHRMA") and signed by:

Linda Gillis
2015-2016 Chapter President

Date: _____

Approved by:



Date: 29-2016

Print Name: Elissa C. O'Brien
SHRM President/CEO or President/CEO Designee

THE SPRINGFIELD HUMAN RESOURCE MANAGEMENT ASSOCIATION

MISSION Springfield SHRMA strives to reach the Business & Human Resource professional in and around Clark County with a wide variety of resources. The organization encourages the members and non-members to network at our monthly meetings and to participate in professional development opportunities.

VISION We are a key resource for direction, growth, and development for business and Human Resource Professionals in Clark County.

PURPOSE

The purposes of this Association, as a non-profit organization are:

- a. to provide a forum for the personal and professional development of our members;
- b. to provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- c. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d. to provide an opportunity to focus on current human resource management issues of importance to our members;
- e. to provide a focus for legislative attention to state and national human resource management issues;
- f. to provide valuable information gathering and dissemination channels;
- g. to provide a pool of human resource management leaders for the perpetuation of the Association and of SHRM;
- h. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- i. to serve as a source of new members for SHRM; and
- j. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Association supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession; to be a recognized world leader in human resource management; to provide high-quality, dynamic and responsive programs and services to our members with interests in human resource management; to be the voice of the profession on human resource management issues; to facilitate the development and guide the direction of the human resource profession; and to establish, monitor, and update standards for the profession.

CODE OF ETHICS

As HR professionals, we are responsible for adding value to the organizations we serve and contributing to the ethical success of those organizations. We accept professional responsibility for our individual decisions and actions. We are also advocates for the profession by engaging in activities that enhance its credibility and value.

To achieve this end, members will endeavor to:

- Adhere to the highest standards of ethical and professional behavior.
- Build respect and credibility for the HR profession within our Association, our employers, and the communities in which we work.
- Provide leadership and direction to the organizations we serve in achieving their goals and objectives.
- Commit to continuous learning, skill development and application of new knowledge related to both human resource management and the organizations we serve (e.g., formal academic opportunities, certifications, *etc.*)
- Set the ethical standard and be an example by avoiding potential ethical conflicts (*e.g.*, abuse of the Association's membership privileges to advance personal or corporate financial gain).
- Create and sustain a positive environment that values and respects the uniqueness and intrinsic worth of every member.
- Avoid any activities in conflict, and those that give the appearance of conflict, with the provisions of this document.
- Build trust among all members by maximizing the open exchange of information while protecting the integrity and confidentiality of such information.
- Support SHRMA's goals and objectives.